

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

NOTICE OF TRANSFER OF CLAIM NO. 10703
PURSUANT TO FRBP RULE 3001(e)(2)

TO: CAROLINA FORGE COMPANY LLC
("Transferor")

David M Spada, VP Finance,
One Northfield Plaza, Suite 510
Northfield, IL 60093
Tel: (847) 446-7550
Fax: (847) 446-9384

As of April 26, 2007, Assignor's Claim against Debtor in the principal amount of \$1,380,747.26 has been transferred to the following Assignee:

JPMorgan Chase Bank, N.A.
270 Park Avenue, 17th Floor
New York, NY 10017
Attention: Neelima Veluvolu
Telephone: (212) 270-2150
Fascimile: (646) 792-3855

The Evidence of Transfer of Claim is attached as Exhibit A and the Assignee's payment and delivery instructions are attached as Exhibit B. The Proof of Claim is attached hereto as Exhibit C. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN TWENTY (20) DAYS OF THE DATE OF THIS NOTICE, YOU MUST FILE A WRITTEN OBJECTION TO THE TRANSFER:**

Mailing Address:	Physical Address:
United States Bankruptcy Court Southern District of New York Delphi Corporation Claim Docketing Center Bowling Green Station, PO Box 5058 New York, NY 10274-5058	United States Bankruptcy Court Southern District of New York One Bowling Green New York, NY 10004

**PLEASE SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE AT
THE ABOVE ADDRESS WITH A COPY TO :**

Kirkpatrick & Lockhart Preston Gates Ellis LLP
599 Lexington Avenue
New York, NY 10022
Attention: Steven H. Epstein
Telephone: (212) 536-4830
Facsimile: (212) 536-4001
E-mail : steven.epstein@klgates.com

If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY
FILED, THE ASSIGNEE WILL BE SUBSTITUTED FOR THE ASSIGNOR ON THE
BANKRUPTCY COURT RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

Dated: April 30, 2007 

JPMORGAN CHASE BANK, N.A.

By: 
Name: Jason Leddy
Title Authorized Signatory
Jason Leddy
Authorized Signatory

EXHIBIT A

Evidence Of Transfer Of Claim

EVIDENCE OF TRANSFER OF CLAIM

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

-----x
In re:

DELPHI CORPORATION <u>et al.</u> ,	:	Chapter 11
	:	Case No. 05-44481 (RDD)
Debtors.	:	(Jointly Administered)

-----x

For value received, the adequacy and sufficiency of which are hereby acknowledged, **CAROLINA FORGE COMPANY LLC** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **JPMORGAN CHASE BANK, N.A.** ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its general unsecured claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) in the total amount of \$1,380,747.26 against **DELPHI AUTOMOTIVE SYSTEMS LLC**, a debtor-in-possession in the jointly administered chapter 11 reorganization case entitled, *In re: Delphi Corporation, et al.*, Case No. 05-44481 (RDD) pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim assigned to Assignor by the original owner thereof and any and all notices of Evidence of Partial Transfer filed by Assignor with the Bankruptcy Court in respect of the foregoing claim. The transferred claim has been designated by the Claims Agent as Proof of Claim No. 10703.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim, Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

[The remainder of this page is left blank intentionally. The next page is the signature page.]

IN WITNESS WHEREOF, each party has duly executed this Agreement by its duly authorized representative dated the 30 day of April, 2007.

SELLER:

CAROLINA FORGE COMPANY LLC

BUYER:

JPMORGAN CHASE BANK, N.A.

By: David M Spada
Name: DAVID M SPADA
Title: VICE PRESIDENT

By: _____
Name: _____
Title: _____

IN WITNESS HEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED THIS 30 day of
April, 2007

CAROLINA FORGE COMPANY LLC

By: _____
Name:
Title:

JPMORGAN CHASE BANK, N.A.

By: 
Name:
Title: Jason Leddy
Authorized Signatory

EXHIBIT B

Assignee's Payment and Delivery Instructions:

Notice:

Primary Contact: **Neelima Veluvolu**
Street Address: **270 Park Avenue, 17th Floor**
City, State, Zip Code: **New York, NY 10017**
Phone Number: **(212) 270-2150**
Fax Number: **(646) 792-3855**

Backup Contact: **Karoline Kane**
Phone Number: **(212) 270-0033**
Fax Number: **(212) 270-5347**

Wire:

Name of Bank: **JPMorgan Chase Bank, N.A.**
Routing Transit/ABA number: **021000021**
Name of Account: **SPS High Yield Loan Trading**
Account Number: **544-7-94742**
Ref: **Delphi/Carolina**

EXHIBIT A

Proof of Claim

Name of Debtor
Delphi Automotive Systems LLC

Case Number
05-44640 # 10703

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (The person or other entity to whom the debtor owes money or property):

Carolina Forge Company Llc

Name and address where notices should be sent:

Carolina Forge Company Llc Eft Carolina Forge Co.
PO Box 370 LLC
Wilson NC 27893 Edward B Loccisano
PO Box 459
Meadville, PA 16335

Telephone number: 814-332-8200

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if the address differs from the address on the envelope sent to you by the court.

The Debtor has listed your claim on Schedule F as a General Unsecured claim in the amount of \$1,380,747.26. If you agree with this characterization and amount, you do not need to complete and return this form. If you disagree, please complete and return this form accordingly.

Master Code: 10396892

Claim #10703

USBC SDNY

Delphi Corporation, et al.
05-44481 (RDD)

THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor:

Duns #047377536 Vendor #1001203

Check here replaces

if this claim amends a previously filed claim, dated:

1. Basis for Claim

Goods Sold / Services Performed
 Customer Claim
 Taxes
 Money Loaned
 Personal Injury
 Other _____

Date Stamped Copy Returned

No self addressed stamped envelope
 No copy to return

Retiree benefits as defined in 11 U.S.C. § 1114(a)

Wages, salaries, and compensation (fill out below)
Last four digits of SS #: _____

Unpaid compensation for services performed

from _____ to _____

(date)

(date)

RECEIVED

AUG 02 2006

KURTZMAN CARSON

2. Date debt was incurred:

Various

3. If court judgment, date obtained:

N/A

4. Total Amount of Claim at Time Case Filed: \$ 1,183,228.01 197,519.25 1,380,747.26
(unsecured) (secured) (priority) (Total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5. Secured Claim.

Check this box if your claim is secured by collateral (including a right of setoff).

Brief Description of Collateral:

Real Estate Motor Vehicle
 Other _____

Value of Collateral: \$ _____

Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____

b18W y, Unsecured Nonpriority Claim \$ 1,183,228.01

÷ 11

Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.

7. Unsecured Priority Claim.

Reclamation
 Check this box if you have an unsecured priority claim

Claim

Amount entitled to priority \$ 197,519.25

#71

Specify the priority of the claim:

Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3).
 Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4).
 Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6).
 Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7).

Taxes or penalties owed to governmental units-11 U.S.C. § 507(a)(8).

Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(1).

*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8.

8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim

THIS SPACE IS FOR COURT USE ONLY

Date

7/24/06

Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): VP of Finance

Edward B Loccisano

Edward B Loccisano

Penalty for presenting a fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

RECEIVED
JUL 25 2006
CLAIMS PROCESSING CENTER
USBC, SDNY